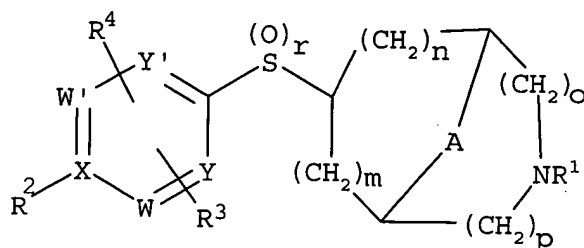


Amendments to the Claims:

The listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

1. (currently amended) A compound represented by Formula (I) or pharmaceutically acceptable salts thereof:



(I)

wherein:

R^1 is -H, C_{1-12} alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C_{1-4} alkoxy or C_{1-4} alkylthio, or aryl- C_{1-4} alkyl;

R^2 is -H,

-OH,

-NH₂,

-NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO₂-;

V is H, aryl, aryl- C_{1-12} alkyl, diaryl- C_{1-12} alkyl, lactonyl, or C_{1-18} alkyl optionally substituted with halogen, hydroxyl, C_{1-4} alkoxy,

-C(O)OC C_{1-4} alkyl, -OC(O)C C_{1-4} alkyl, aryl- C_{1-4} alkoxy, aryloxy, or SO₂C C_{1-4} alkyl; and T is H, halogen, C_{1-5} alkyl, C_{1-4} alkoxy, nitro,

aryl, aryl- C_{1-4} alkyl, or aryloxy unless V is H in which case T is absent,

aryl,

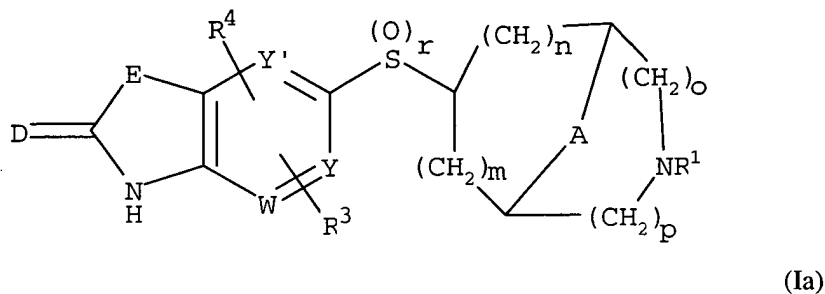
-(L)_a-Z, wherein L is CH₂, CO, O, NH or N(C_{1-4} alkyl) and a is

0 or 1;

and

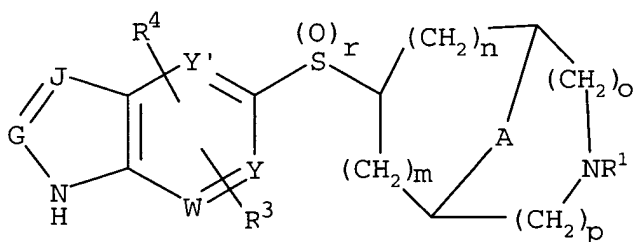
Z is C_{1-3} alkyl-F, C_{0-3} alkyl-aryl- R^6 , C_{0-3} alkyl-CO- R^6 , C_{0-3} alkyl-CO-NR₂, C_{0-3} alkyl-CO₂- R^6 , C_{0-3} alkyl-SO₂- R^6 , C_{0-3} alkyl-SO₂-

NR^6_2 , $\text{C}_{1-3}\text{alkyl-OR}^6$, $\text{C}_{1-3}\text{alkyl-CN}$ or $\text{C}_{1-3}\text{alkyl-NR}^6_2$, wherein each $\text{C}_{0-3}\text{alkyl}$ or $\text{C}_{1-3}\text{alkyl}$ portion is optionally substituted with from 1 to 6 groups selected from F and $\text{C}_{1-5}\text{alkyl}$, linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)



wherein D is O or S; and

E is O, S, NR^5 , $\text{C(R}^5)_2$, O-CR^5_2 , $\text{NR}^5\text{-CR}^5_2$, $\text{NR}^5\text{-CO}$, $\text{CR}^5_2\text{-O}$, $\text{CR}^5_2\text{-S(O)}_r$, $\text{CR}^5_2\text{-NR}^5$, $\text{CR}^5_2\text{-CR}^5_2$, CO-NR^5 , or $\text{CR}^5=\text{CR}^5$; or linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib)



Formula (Ib)

wherein G is CR^5 or N; and
J is CR^5 or N;

unless X is N in which case R^2 is absent

R^3 is H, halogen, $\text{C}_{1-4}\text{alkyl}$ optionally substituted with from 1 to 3 fluorine atoms, cyano, CF_3 , $\text{OC}_{1-4}\text{alkyl}$, aryloxy, aryl $\text{C}_{1-4}\text{alkyl}$, aryl $\text{C}_{1-4}\text{alkoxy}$, $\text{C}_{3-10}\text{cycloalkoxy}$,

carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁵ is each independently H or C₁₋₄alkyl;

R⁶ is each independently H, C₁₋₆alkyl, aryl or arylC₁₋₄alkyl, each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms;

X is C or N;

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a double bond~~, (CH₂)_q or (CH₂)_qO(CH₂)_r;

m, n, ~~o~~ and ~~p~~ are ~~independently 0, both 1, 2 or 3;~~

~~o and p are both 0;~~

q is ~~optionally 1, 2 or 3;~~

r is 0, 1 or 2.

provided that when X, W, W', Y and Y' are all C, R³ is H, R⁴ is H or Cl positioned meta to the sulphur atom, A is (CH₂)_q and R¹ is selected from H, unsubstituted C₁₋₄alkyl and unsubstituted C₃₋₄cycloalkyl; then R² may not be H or -OH,

and that

when one of X, Y and Y' is N, R³ is H, R⁴ is H or Cl positioned meta to the sulphur atom, A is (CH₂)_q and R¹ is selected from H, unsubstituted C₁₋₄alkyl and unsubstituted C₃₋₄cycloalkyl; then R² may not be H or -OH.

2. (currently amended) A compound as claimed in Claim 1

wherein:

R² is ~~H,~~
~~-NH₂,~~
~~-NH-Q-V-T as defined in claim 1,~~
~~aryl,~~
~~-(L)_a-Z as defined in claim 1,~~

linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia) ~~as defined in claim 1~~, or
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib) ~~as defined in claim 1~~;
 unless X is N in which case R² is absent.

3. (currently amended) A compound as claimed in Claim 1 or Claim 2

wherein:

R² is -NH-Q-V-T ~~as defined in claim 1~~,
 aryl,
 -(L)_a-Z ~~as defined in claim 1~~,
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia) ~~as defined in claim 1~~, or
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib) ~~as defined in claim 1~~;
 unless X is N in which case R² is absent.

4. (previously presented) A compound as claimed in Claim 3

wherein:

R² is -NH-Q-V-T wherein Q is -C(O)-NH-, or -C(O)O-;
 V; and
 T;
 aryl,
 -(L)_a-Z,
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia), or
 linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib);
 unless X is N in which case R² is absent.

5. (currently amended) A compound as claimed in Claim 1

wherein:

R¹ is -H,
 C₁₋₁₂alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C₁₋₄alkoxy or C₁₋₄alkylthio, or
 aryl-C₁₋₄alkyl;

R^2 is $-H$,
 $-OH$,
 $-NH_2$,
 $-NH-Q-V-T$, wherein Q is $-C(O)-$, $-C(O)-NH-$, $-C(O)O-$, or $-SO_2-$;
V is aryl, aryl- C_{1-12} alkyl, diaryl- C_{1-12} alkyl, lactonyl, or
 C_{1-18} alkyl optionally substituted with halogen, hydroxyl,
 C_{1-4} alkoxy, $-C(O)OC_{1-4}$ alkyl, $-OC(O)C_{1-4}$ alkyl, aryl- C_{1-4}
alkoxy, aryloxy, or SO_2C_{1-4} alkyl; and
T is H, halogen, aryl, aryl- C_{1-4} alkyl, or aryloxy,
unless X is N in which case R^2 is absent
 R^3 is H, halogen, C_{1-4} alkyl, cyano, CF_3 , OC_{1-4} alkyl, aryloxy, aryl- C_{1-4} alkoxy, C_{3-10} cycloalkoxy, carboxy, carbonamido, $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy, $-SO_2NH_2$, $-SO_2NHC_{1-4}$ alkyl, or $-C_{1-4}$ alkyl-OH,
 R^4 is H, halogen, C_{1-4} alkyl, cyano, CF_3 , OC_{1-4} alkyl, aryloxy, aryl- C_{1-4} alkoxy, C_{3-10} cycloalkoxy, carboxy, carbonamido, $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy, $-SO_2NH_2$, $-SO_2NHC_{1-4}$ alkyl, or $-C_{1-4}$ alkyl-OH,
X is C or N,
W is C or N, provided that both X and Y are not N,
W' is C
Y is C or N,
Y' is C
A is ~~optionally a double bond, $(CH_2)_q$ or $(CH_2)_qO(CH_2)_p$,
m, n, o and p are independently 0, 1, 2 or 3~~
q is optionally 1, 2 or 3
r is 0.

6. (original) A compound as claimed in claim 5 wherein R^1 is H, C_{1-6} alkyl optionally substituted with 1 or 2 hydroxyl groups, or aryl- C_{1-4} alkyl.

7. (original) A compound as claimed in claim 6 wherein R^1 is benzyl, p-methoxybenzyl, furanylmethyl, imidazolymethyl, pyridinylmethyl, thienylmethyl, pyridylmethyl, N-hydroxypyridylmethyl or thiazolymethyl.

8. (currently amended) A compound as claimed in claim 7 wherein R^2 is H , R^3 is carbonamido ($-CONH_2$) or C_{1-4} alkyl-OH, and R^4 is H, C_{1-4} alkyl, CF_3 , halogen or cyano.

9. (previously presented) A compound as claimed in claim 7 wherein R^2 is OH, and R^3 and R^4 each independently represent H, C_{1-4} alkyl, CF_3 , cyano or halogen.

10. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-Q-V-T$; T is H and R^3 and R^4 each independently represent H, methyl, CF_3 , chloro- or cyano-.

11. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-SO_2-V-T$; V is aryl, $-C_{1-12}$ alkyl or aryl- C_{1-12} alkyl; R^3 is H, methyl, CF_3 , Cl or cyano and R^4 is H.

12. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-SO_2=V-T$, V is selected from C_{1-12} alkyl, phenyl, naphthyl, thienyl, oxazolyl, isoxazolyl, or phenyl(CH=CH)-, optionally substituted with 1, 2, 3 or 4 substituents selected from:

- NO₂;
- halogen;
- CF₃;
- C_{1-12} alkoxy;
- C_{1-12} alkylthio;
- C_{1-12} alkyl;
- C_{1-4} alkylsulfonyl;
- CN;
- OCF₃;
- C(O)OC₁₋₄alkyl;
- OCH₂CF₃;
- NHC(O)C₁₋₄alkyl.

13. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-SO_2-V-T$, T is selected from H; or diazole, oxazole, isoxazole, phenyl or phenoxy, optionally substituted with 1, 2, 3 or 4 substituents selected from

- NO₂;
- halogen;
- CF₃;
- C_{1-12} alkoxy;
- C_{1-12} alkylthio;
- C_{1-12} alkyl;
- C_{1-4} alkylsulfonyl;
- CN;

-OCF₃;
 -C(O)OC₁₋₄alkyl;
 -OCH₂CF₃;
 -NHC(O)C₁₋₄alkyl.

14. (previously presented) A compound as claimed in claim 7 wherein R² is of formula -NH-SO₂-V-T, V is selected from 3-chloro-4-methylphenyl, 3-chlorophenyl, 3-methoxyphenyl, 4-bromophenyl, 4-methoxyphenyl, 4-methylphenyl, naphthyl, 2,4,6-trimethylphenyl, phenyl(CH=CH)-, 4-chlorophenyl, 2-chlorophenyl, 2,5-dichlorothiophen-3-yl, 2,5,6-trimethyl-4-methoxyphenyl, 4-methoxyphenyl, 2,3,4-trifluorophenyl, 3-cyanophenyl, 2-methoxycarbonylthien-3-yl or 4-pentylphenyl and T is H.

15. (previously presented) A compound as claimed in claim 7 wherein R² is of formula -NH-SO₂-V-T, T is 2-chloro-5-nitrophenoxy and V is phenyl.

16. (previously presented) A compound as claimed in claim 7 wherein R² is of formula -NH-C(O)-V-T wherein V is selected from aryl; aryl-C₁₋₁₂alkyl; diaryl-C₁₋₁₂alkyl; lactonyl; or C₁₋₁₈alkyl optionally substituted with halogen, hydroxyl, C₁₋₄alkoxy, C(O)OC₁₋₄alkyl, OC(O)C₁₋₄alkyl, aryl-C₁₋₄alkoxy or aryloxy.

17. (previously presented) A compound as claimed in claim 7 wherein R² is of formula -NH-C(O)-V-T, and V is selected from C₁₋₁₂alkyl, phenyl, phenyl-C₁₋₁₂alkyl, diphenylmethyl, naphthyl, furanyl, thienyl, diazolyl, pyridinyl, thiazolyl, benzothienyl, fluorenyl, oxazolyl or isoxazolyl, optionally substituted with 1, 2, 3 or 4 substituents independently selected from

-NO₂;
 halogen;
 -CF₃;
 C₁₋₁₂alkoxy;
 C₁₋₁₂alkylthio;
 C₁₋₁₂alkyl;
 C₁₋₄alkylsulfonyl;
 -CN;
 -OCF₃;
 -C(O)O-C₁₋₄alkyl;
 -OCH₂CF₃.

18. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-C(O)-V-T$, T is selected from H; halogen; or diazole, oxazole, isoxazole, phenyl, phenoxy or benzodioxanyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$;
halogen;
 $-CF_3$;
 C_{1-12} alkylthio;
 C_{1-12} alkoxy;
 C_{1-12} alkyl;
 C_{1-4} alkylsulfonyl;
 $-CN$;
 $-OCF_3$;
 $-C(O)O-C_{1-4}$ alkyl.

19. (previously presented) A compound as claimed in Claim 7 wherein R^2 is of formula $-NH-C(O)NH-V-T$ wherein V is selected from C_{1-18} alkyl optionally substituted with halogen, hydroxyl, C_{1-4} alkoxy, $C(O)OC_{1-4}$ alkyl, $OC(O)C_{1-4}$ alkyl, aryl- C_{1-4} alkoxy or aryloxy; aryl; or aryl- C_{1-12} alkyl.

20. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-C(O)NH-V-T$, V is selected from phenyl, phenyl- C_{1-12} alkyl or naphthyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$;
halogen;
 $-CF_3$;
 C_{1-12} alkylthio;
 C_{1-12} alkoxy;
 C_{1-12} alkyl;
 C_{1-4} alkylsulfonyl;
 $-CN$;
 $-OCF_3$;
 $-C(O)O-C_{1-4}$ alkyl.

21. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-C(O)O-V-T$, wherein V is selected from C_{1-18} alkyl optionally substituted with halogen, hydroxyl, C_{1-4} alkoxy, $C(O)OC_{1-4}$ alkyl, $OC(O)C_{1-4}$ alkyl, aryl- C_{1-4} alkoxy or aryloxy; aryl; or aryl- C_{1-12} alkyl.

22. (previously presented) A compound as claimed in claim 7 wherein R^2 is of formula $-NH-C(O)O-V-T$, preferably V is selected from phenyl or phenyl- C_{1-12} alkyl optionally substituted with 1, 2, 3 or 4 substituents selected from

$-NO_2$;
halogen;
 $-CF_3$;
 C_{1-12} alkylthio;
 C_{1-12} alkoxy;
 C_{1-12} alkyl;
 C_{1-4} alkylsulfonyl;
 $-CN$;
 $-OCF_3$;
 $-C(O)O-C_{1-4}$ alkyl; or
 $-OCH_2CF_3$.

23. (original) A compound as claimed in claim 1 wherein R^2 is of formula $-NH-C(O)-V-T$ wherein V is H, C_{1-6} alkyl, C_{3-6} cycloalkyl, aryl or aryl- C_{1-12} alkyl; and T is H, halogen, C_{1-5} alkyl, C_{1-4} alkoxy, nitro, aryl, aryl- C_{1-4} alkyl, or aryloxy unless V is H in which case T is absent.

24. (original) A compound as claimed in claim 23 wherein V is H, C_{1-6} alkyl or C_{3-6} cycloalkyl; and T is H unless V is H in which case T is absent.

25. (original) A compound as claimed in claim 23 wherein V is aryl or aryl- C_{1-12} alkyl; and T is H, halogen, C_{1-5} alkyl, C_{1-4} alkoxy, nitro, aryl, aryl- C_{1-4} alkyl, or aryloxy.

26. (original) A compound as claimed in claim 25 wherein V is phenyl, pyridyl, thienyl, thiazolyl, thiadiazolyl, or phenyl- C_{1-6} alkyl; and T is H, halogen, C_{1-5} alkyl, C_{1-4} alkoxy, nitro, aryl, aryl- C_{1-4} alkyl, or aryloxy.

27. (currently amended) A compound as claimed in claim 1 wherein

R^1 is -H,

C₁₋₁₂alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C₁₋₄alkoxy or C₁₋₄alkylthio, or aryl-C₁₋₄alkyl;

R² is -NH₂, or

-NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO₂-;

V is H, aryl, aryl-C₁₋₁₂alkyl, diaryl-C₁₋₁₂alkyl, lactonyl, or C₁₋₁₈alkyl optionally substituted with halogen, hydroxyl, C₁₋₄alkoxy, -C(O)OC₁₋₄alkyl, -OC(O)

C₁₋₄alkyl, aryl-C₁₋₄alkoxy, aryloxy, or SO₂C₁₋₄alkyl; and

T is H, halogen, aryl, aryl-C₁₋₄alkyl, or aryloxy unless V is H in which case T is absent,

R³ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

X is C;

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are not more than two N atoms in the aryl ring and provided that at least one of W, W', Y or Y' is N;

A is optionally a CH=CH double bond, (CH₂)_q or (CH₂)O(CH₂);

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

28. (original) A compound as claimed in claim 27

wherein

W is C;

W' is C;

Y' is C; and

Y is N.

29. (original) A compound as claimed in claim 27

wherein

W is N;

W' is C;

Y' is C; and

Y is C.

30. (previously presented) A compound as claimed in claim 29

wherein

R² is -NH₂.

31. (previously presented) A compound as claimed in claim 29

wherein

R² is -NH-Q-V-T, wherein Q is -C(O)-, -C(O)-NH-, -C(O)O-, or -SO₂-;

V is H, aryl, aryl-C₁₋₁₂alkyl, diaryl-C₁₋₁₂alkyl, lactonyl,
or C₁₋₁₈alkyl optionally substituted with halogen,
hydroxyl, C₁₋₄alkoxy, -C(O)OC₁₋₄alkyl, -OC(O)

C₁₋₄alkyl, aryl-C₁₋₄alkoxy, aryloxy, or SO₂C₁₋₄alkyl; and
T is H, halogen, aryl, aryl-C₁₋₄alkyl, or aryloxy unless V
is H in which case T is absent.

32. (original) A compound as claimed in claim 31

wherein

Q is -SO₂- or -CO-.

33. (currently amended) A compound as claimed in claim 1

wherein

R¹ is -H,

C₁₋₁₂alkyl optionally substituted with 1, 2 or 3 groups independently selected
from halogen, hydroxyl, thiol, C₁₋₄alkoxy or C₁₋₄alkylthio, or
aryl-C₁₋₄alkyl;

R² is aryl,

R³ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms,
cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy,

carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH,

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

X is C,

W is C or N;

W' is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a CH=CH double bond, (CH₂)_q or (CH₂)O(CH₂)_r;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

34. (original) A compound as claimed in claim 33 wherein R² is a C₃ to C₁₂ aromatic or heteroaromatic group optionally substituted with one or more substituents selected from C₁₋₁₂alkyl, C₁₋₁₂alkoxy, thio, C₁₋₁₂alkylthio, carboxy, carboxy(C₁₋₆alkyl), formyl, C₁₋₆alkylcarbonyl, C₁₋₆alkylsulfonyl, C₁₋₆alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy, trihalomethoxy, trihalomethyl(C₁₋₆alkyl), hydroxy, hydroxy(C₁₋₆alkyl), (C₁₋₆alkoxy)carbonyl, amino, C₁₋₆alkylamino, di(C₁₋₆alkyl)amino, aminocarboxy, C₁₋₆alkylaminocarboxy, di(C₁₋₆alkyl)aminocarboxy, aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylaminocarboxy(C₁₋₆alkyl), di(C₁₋₆alkyl)aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylcarbonylamino, C₁₋₆alkylcarbonyl(C₁₋₆alkyl)amino, halo, C₁₋₆alkylhalo, sulphamoyl, tetrazolyl and cyano.

35. (original) A compound as claimed in claim 33 wherein R² is phenyl, naphthyl, fluorenyl, thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyrrolinyl, imidazolinyl, pyranyl, pyronyl, pyridyl, pyrazinyl, pyridazinyl, thianaphthyl, benzofuranyl, isobenzofuranyl, benzothieryl, isobenzothieryl, indolyl, oxyindolyl, isoindolyl, indazolyl, indolinyl, 7-azaindolyl, azabenzimidazolyl, carbazolyl benzopyranyl, coumarinyl, isocoumarinyl, quinolinyl, isoquinolinyl, quinazolinyl, benzoxazinyl, quinoxalinyl, chromenyl, chromanyl, isochromanyl, phthalazinyl, benzodioxolyl, benzodioxanyl, cinnolinyl or carbolinyl optionally substituted with one or more substituents selected from C₁₋₁₂alkyl, C₁₋₁₂alkoxy, thio, C₁₋₁₂alkylthio, carboxy, carboxy(C₁₋₆alkyl), formyl, C₁₋₆alkylcarbonyl, C₁₋₆alkylsulfonyl, C₁₋₆alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy,

trihalomethoxy, trihalomethyl(C₁₋₆alkyl), hydroxy, hydroxy(C₁₋₆alkyl), (C₁₋₆alkoxy)carbonyl, amino, C₁₋₆alkylamino, di(C₁₋₆alkyl)amino, aminocarboxy, C₁₋₆alkylaminocarboxy, di(C₁₋₆alkyl)aminocarboxy, aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylaminocarboxy(C₁₋₆alkyl), di(C₁₋₆alkyl)aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylcarbonylamino, C₁₋₆alkylcarbonyl(C₁₋₆alkyl)amino, halo, C₁₋₆alkylhalo, sulphamoyl, tetrazolyl and cyano.

36. (original) A compound as claimed in claim 33 wherein R² is phenyl, thienyl, imidazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyridyl, pyrazinyl, pyridazinyl, benzofuranyl, benzothienyl, or quinoliny, optionally substituted with one or more substituents selected from C₁₋₁₂alkyl, C₁₋₁₂alkoxy, thio, C₁₋₁₂alkylthio, carboxy, carboxy(C₁₋₆alkyl), formyl, C₁₋₆alkylcarbonyl, C₁₋₆alkylsulfonyl, C₁₋₆alkylcarbonylalkoxy, nitro, trihalomethyl, trihaloalkoxy, trihalomethoxy, trihalomethyl(C₁₋₆alkyl), hydroxy, hydroxy(C₁₋₆alkyl), (C₁₋₆alkoxy)carbonyl, amino, C₁₋₆alkylamino, di(C₁₋₆alkyl)amino, aminocarboxy, C₁₋₆alkylaminocarboxy, di(C₁₋₆alkyl)aminocarboxy, aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylaminocarboxy(C₁₋₆alkyl), di(C₁₋₆alkyl)aminocarboxy(C₁₋₆alkyl), C₁₋₆alkylcarbonylamino, C₁₋₆alkylcarbonyl(C₁₋₆alkyl)amino, halo, C₁₋₆alkylhalo, sulphamoyl, tetrazolyl and cyano.

37. (currently amended) A compound as claimed in claim 1 wherein:

R¹ is -H,

C₁₋₁₂alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C₁₋₄alkoxy or C₁₋₄alkylthio, or aryl-C₁₋₄alkyl;

R² is (L)_a-Z, wherein L is O, CO, CH₂, NH or N(C₁₋₄alkyl) and a is 0 or 1; and

Z is C₁₋₃alkyl-F, C₀₋₃alkyl-aryl-R⁶, C₀₋₃alkyl-CO-R⁶, C₀₋₃alkyl-CO-NR⁶₂, C₀₋₃alkyl-CO₂-R⁶, C₀₋₃alkyl-SO₂-R⁶, C₀₋₃alkyl-SO₂-NR⁶₂, C₁₋₃alkyl-OR⁶, C₁₋₃alkyl-CN or C₁₋₃alkyl-NR⁶₂ wherein each C₀₋₃alkyl or C₁₋₃alkyl portion is optionally substituted with from 1 to 6 groups selected from F and C₁₋₅alkyl,

R³ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy,

carboxy, carbonamido, $-\text{CO}-\text{NH}-\text{C}_{1-4}\text{alkyl}$, aryl, hydroxy, $-\text{SO}_2\text{NH}_2$, $-\text{SO}_2\text{NHC}_{1-4}\text{alkyl}$, or $-\text{C}_{1-4}\text{alkyl}-\text{OH}$;

R^6 is each independently H, $\text{C}_{1-6}\text{alkyl}$, aryl, or $\text{arylC}_{1-4}\text{alkyl}$, each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms;

X is C;

W is C or N,

Y is C or N,

W' is C or N,

Y' is C or N,

provided that there are no more than two N atoms in the aryl ring,

~~A is optionally a double bond, $(\text{CH}_2)_q$ or $(\text{CH}_2)_q\text{O}(\text{CH}_2)_q$;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

38. (original) A compound as claimed in claim 37 wherein L is O, CO or CH_2 .

39. (original) A compound as claimed in claim 37 wherein L is NH or $\text{N}(\text{C}_{1-4}\text{alkyl})$.

40. (previously presented) A compound as claimed in claim 39 wherein Z is $\text{C}_{0-3}\text{alkyl-aryl-R}^6$, $\text{C}_{0-3}\text{alkyl-CO-NR}^6$, $\text{C}_{0-3}\text{alkyl-CO}_2\text{-R}^6$, $\text{C}_{1-3}\text{alkyl-OR}^6$ or $\text{C}_{1-3}\text{alkyl-NR}^6_2$ wherein each $\text{C}_{0-3}\text{alkyl}$ or $\text{C}_{1-3}\text{alkyl}$ portion is optionally substituted with from 1 to 6 groups selected from F and $\text{C}_{1-5}\text{alkyl}$.

41. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is $\text{C}_{0-3}\text{alkyl-aryl-R}^6$ wherein aryl is selected from phenyl, naphthyl, fluorenyl, thienyl, furanyl, pyrrolyl, imidazolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, diazolyl, triazolyl, tetrazolyl, benzothiazolyl, benzimidazolyl, pyrrolinyl, imidazolinyl, pyranyl, pyronyl, pyridyl, pyrazinyl, pyridazinyl, thianaphthyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, indolyl, oxyindolyl, isoindolyl, indazolyl, indoliny, 7-azaindolyl, azabenzimidazolyl, carbazolyl benzopyranyl, coumarinyl, isocoumarinyl, quinoliny, isoquinoliny, quinazolinyl, benzoxazinyl, quinoxalinyl, chromenyl, chromanyl, isochromanyl, phthalazinyl, benzodioxolyl, benzodioxanyl, cinnoliny or carboliny optionally, be substituted with one or more substituents selected from C_1 to C_{12} alkyl (preferably C_1 to C_6 alkyl), C_1 to C_{12} alkoxy (preferably C_1 to C_6 alkoxy), thio, C_1 to C_{12} alkylthio (preferably C_1 to C_6 alkylthio), carboxy, carboxy(C_1 to C_6)alkyl, formyl, C_1 to C_6 alkylcarbonyl, C_1 to C_6 alkylsulfonyl, C_1 to C_6 alkylcarbonylalkoxy, nitro, trihalomethyl, trihalo(C_1 to C_6 alkoxy), trihalomethoxy, trihalomethyl(C_1 to C_6 alkyl), hydroxy, hydroxy(C_1 to C_6)alkyl, (C_1 to C_6

alkoxy)carbonyl, amino, C₁ to C₆ alkylamino, di(C₁ to C₆ alkyl)amino, aminocarboxy, C₁ to C₆ alkylaminocarboxy, di(C₁ to C₆ alkyl)aminocarboxy, aminocarboxy(C₁ to C₆)alkyl, C₁ to C₆ alkylaminocarboxy(C₁ to C₆)alkyl, di(C₁ to C₆ alkyl)aminocarboxy(C₁ to C₆)alkyl, C₁ to C₆ alkylcarbonylamino, C₁ to C₆ alkylcarbonyl(C₁ to C₆ alkyl)amino, halo, C₁ to C₆ alkylhalo, sulphamoyl, tetrazolyl and cyano and wherein each C₀₋₃alkyl portion is optionally substituted with from 1 to 3 groups selected from F and C₁₋₃alkyl.

42. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is C₁₋₃alkyl-CO-NR⁶₂, wherein each C₁₋₃alkyl portion is optionally substituted with from 1 to 3 groups selected from F and C₁₋₃alkyl.

43. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is C₁₋₃alkyl-CO₂-R⁶, wherein each C₁₋₃alkyl portion is optionally substituted with from 1 to 3 groups selected from F and C₁₋₃alkyl.

44. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is C₁₋₃alkyl-OR⁶ wherein each C₁₋₃alkyl portion is optionally substituted with from 1 to 3 groups selected from F and C₁₋₃alkyl.

45. (previously presented) A compound as claimed in claims 38 or 39 wherein Z is C₁₋₃alkyl-NR⁶₂ wherein each C₁₋₃alkyl portion is optionally substituted with from 1 to 3 groups selected from F and C₁₋₃alkyl.

46. (previously presented) A compound as claimed in any one of claims 37 to 39 wherein R⁶ is/are each independently H, C₁₋₆alkyl, phenyl, or phenylC₁₋₄alkyl, each of which (except H) may be optionally substituted with from 1 to 3 fluorine atoms.

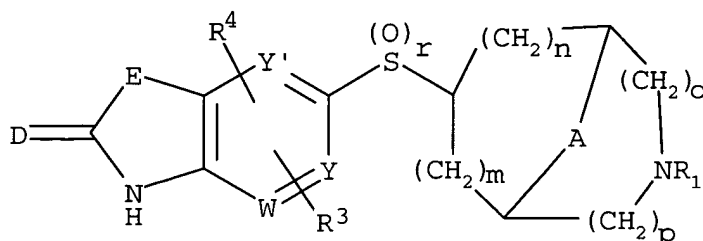
47. (previously presented) A compound as claimed in any one of claims 37 to 39 wherein R⁶ is/are each independently H, methyl, ethyl, propyl, cyclohexyl, or benzyl, each of which (except H) may be optionally substituted with 1, 2 or 3 fluorine atoms.

48. (currently amended) A compound as claimed in Claim 1
wherein:

R¹ is -H,
C₁₋₁₂alkyl optionally substituted with 1, 2 or 3 groups independently selected
from halogen, hydroxyl, thiol, C₁₋₄alkoxy or C₁₋₄alkylthio, or

aryl-C₁₋₄alkyl;

R² is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)



(Ia)

wherein D is O or S; and

E is O, S, NR⁵, or C(R⁵)₂,

R³ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁵ is each independently H or C₁₋₄alkyl;

X is C;

W is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring,

A is ~~optionally a double bond, (CH₂)_q, or (CH₂)O(CH₂)~~;

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

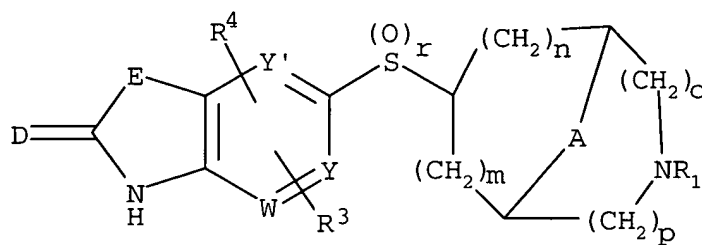
49.

(original) A compound as claimed in Claim 48 wherein E is O or NR⁵.

50. (original) A compound as claimed in Claim 48 or 49 wherein R^5 is/are each independently H or C_{1-4} alkyl.

51. (currently amended) A compound as claimed in Claim 1
wherein:

- R^1 is -H,
 C_{1-12} alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C_{1-4} alkoxy or C_{1-4} alkylthio, or aryl- C_{1-4} alkyl;
 R^2 is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ia)



(Ia)

wherein D is O or S; and

E is $O-CR^5$, NR^5-CR^5 , NR^5-CO , CR^5_2-O , $CR^5_2-S(O)_r$, $CR^5_2-NR^5$, $CR^5_2-CR^5_2$, $CO-NR^5$, or $CR^5=CR^5$;

- R^3 is H, halogen, C_{1-4} alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF_3 , OC_{1-4} alkyl, aryloxy, aryl C_{1-4} alkyl, aryl C_{1-4} alkoxy, C_{3-10} cycloalkoxy, carboxy, carbonamido, $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy, $-SO_2NH_2$, $-SO_2NHC_{1-4}$ alkyl, or $-C_{1-4}$ alkyl-OH;
 R^4 is H, halogen, C_{1-4} alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF_3 , OC_{1-4} alkyl, aryloxy, aryl C_{1-4} alkyl, aryl C_{1-4} alkoxy, C_{3-10} cycloalkoxy, carboxy, carbonamido, $-CO-NH-C_{1-4}$ alkyl, aryl, hydroxy, $-SO_2NH_2$, $-SO_2NHC_{1-4}$ alkyl, or $-C_{1-4}$ alkyl-OH;
 R^5 is each independently H, C_{1-4} alkyl;
X is C;
W is C or N;

Y is C or N;

Y' is C or N;

provided that there are no more than two N atoms in the aryl ring;

A is ~~optionally a double bond or~~ $(\text{CH}_2)_q$ or $(\text{CH}_2)_q\text{O}(\text{CH}_2)_r$;

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

52. (original) A compound as claimed in Claim 51 wherein E is $\text{O}-\text{CR}^5$, NR^5-CR^5 , NR^5-CO , $\text{CR}^5_2-\text{CR}^5_2$, or $\text{CR}^5=\text{CR}^5$.

53. (original) A compound as claimed in Claim 51 or 52 wherein E is $\text{O}-\text{CR}^5$, NR^5-CO , or $\text{CR}^5=\text{CR}^5$.

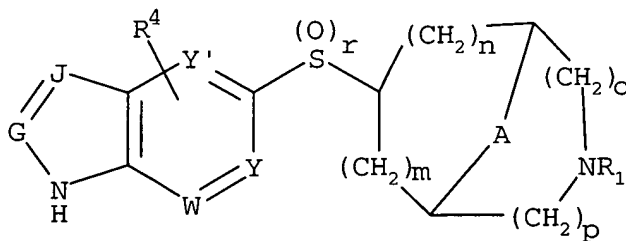
54. (previously presented) A compound as claimed in Claim 53 wherein R^5 is/are each independently H or C_{1-4} alkyl.

55. (currently amended) A compound as claimed in Claim 1 wherein:

R^1 is -H,

C_{1-12} alkyl optionally substituted with 1, 2 or 3 groups independently selected from halogen, hydroxyl, thiol, C_{1-4} alkoxy or C_{1-4} alkylthio, or aryl- C_{1-4} alkyl;

R^2 is linked back to the aromatic ring so as to form a fused bicyclic compound represented by Formula (Ib)



Formula (Ib)

wherein G is CR^5 or N; and

J is CR^5 or N;

R³ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁴ is H, halogen, C₁₋₄alkyl optionally substituted with from 1 to 3 fluorine atoms, cyano, CF₃, OC₁₋₄alkyl, aryloxy, arylC₁₋₄alkyl, arylC₁₋₄alkoxy, C₃₋₁₀cycloalkoxy, carboxy, carbonamido, -CO-NH-C₁₋₄alkyl, aryl, hydroxy, -SO₂NH₂, -SO₂NHC₁₋₄alkyl, or -C₁₋₄alkyl-OH;

R⁵ is each independently H or C₁₋₄alkyl;

X is C;

W is C or N;

Y is C or N;

Y' is C or N

provided that there are no more than two N atoms in the aryl ring;

~~A is optionally a double bond or (CH₂)_q or (CH₂)O(CH₂)_p;~~

~~m, n, o and p are independently 0, 1, 2 or 3;~~

~~q is optionally 1, 2 or 3;~~

r is 0, 1 or 2.

56. (currently amended) A compound as claimed in Claim 55 wherein each R⁵ is H.
57. (previously presented) A compound as claimed in Claims 1, 48, 51 or 55 wherein r is 0.
58. (previously presented) A compound as claimed in Claims 1, 48, 51 or 55 wherein r is 2.
59. (currently amended) A compound as claimed in any one of Claims 1, 48, 51 or 55 wherein R¹ is H or C₁₋₃alkyl, ~~preferably methyl.~~
60. (canceled)
61. (canceled)
62. (canceled)
63. (canceled)

Claim 64. (previously presented) A compound as claimed in any one of claims 1, 48, 51 or 55 wherein

R^3 is H, halogen, C_{1-4} alkyl, CF_3 , or OC_{1-4} alkyl, and

R^4 is H, halogen, C_{1-4} alkyl, CF_3 , or OC_{1-4} alkyl.

65. (previously presented) A compound as claimed in any one of claims 1, 48, 51 or 55 wherein one or both of R^3 and R^4 are positioned ortho to the $S(O)_r$ moiety.

66. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound as claimed in any one of claims 1, 48, 51 or 55 with a pharmaceutically acceptable diluent or carrier.

67. (canceled)

68. (canceled)

69. (canceled)

70. (canceled)

71. (canceled)